

## EXHIBIT A

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekins, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY  
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)  
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.  
Attention: Vivian Dubin  
c/o NY Life Insurance Company  
51 Madison Avenue  
New York, NY 10010

2. Date of Transfer of Claim: March 31, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$620,334.88
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12718 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee  
c/o Hodgson Russ LLP  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, NY 10165

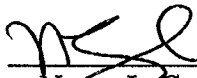
8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10

TRANSFEROR:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

By:   
Nancy L. George  
Vice President

Dated: \_\_\_\_\_

TRANSFeree:

CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner

By: \_\_\_\_\_  
Vivian Dubin  
Secretary

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**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: \_\_\_\_\_

Dated: 5/17/2010

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner

By: \_\_\_\_\_  
Nancy L. George  
Vice President

By: Vivian L. Dubin  
Vivian Dubin  
Secretary

**Date: May 24, 2010**

**Submitted by:**

**MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE**

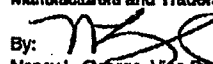
By: /s/ Augustus C. Epps, Jr.  
Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB No. 47164)  
CHRISTIAN & BARTON, LLP  
909 E. Main Street, Suite 1200  
Richmond, Virginia 23219-3095  
(804) 697-4129  
(804) 697-6129 (facsimile)

*Counsel for Manufacturers and Traders Trust Company, as Trustee*

# EXHIBIT A

#12718

B 10 (Official Form 10) (12/07)

| UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA   |  | PROOF OF CLAIM  |
|---|--|---|
| <p style="text-align: center;"><b>Debtor against which claim is asserted: (Check only <u>one</u> box below)</b></p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653)<br/> <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654)<br/> <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)<br/> <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)<br/> <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657)<br/> <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)                 </div> <div style="width: 33%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659)<br/> <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)<br/> <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)<br/> <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)<br/> <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)<br/> <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)                 </div> <div style="width: 33%;"> <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665)<br/> <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666)<br/> <input type="checkbox"/> Patapoco Designs, Inc. (Case No. 08-35667)<br/> <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)<br/> <input type="checkbox"/> XESSnet, LLC (Case No. 08-35669)<br/> <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)                 </div> </div> |  |   |
| <p>Name of Creditor (the person or other entity to whom the debtor owes money or property):<br/><b>Manufacturers and Traders Trust Company, as Trustee</b></p> <p>Name and address where notices should be sent:<br/><b>c/o Hodgson Russ LLP<br/>Attn: Deborah J. Piazza, Esq.<br/>60 East 42nd Street, 37th Floor<br/>New York, New York 10165</b></p> <p style="text-align: right;">Telephone number: (212) 661-3535</p>  |  | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.<br><br><p>Court Claim Number: _____<br/>(if known)</p> <p>Filed on: _____</p>  |
| <p>Name and address where payment should be sent (if different from above):<br/><b>Manufacturers and Traders Trust Company, as Trustee<br/>One M&amp;T Plaza<br/>Buffalo, New York 14203</b></p> <p style="text-align: right;">Telephone number: (716) 853-7900</p>   |  | <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.<br><br><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.   |
| <p>1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$620,334.88</u> (Refer to annexed Exhibit B)</p> <p>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.</p> <p>If all or part of your claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>  |  | <p>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</p> <p>Specify the priority of the claim.</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier — 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ).</p> <p style="text-align: right;">Amount entitled to priority:<br/>\$ _____</p> <p><small>*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</small></p> |
| <p>2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 4506 - Little Rock, AR</u><br/>(See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)</p> <p>3. Last four digits of any number by which creditor identifies debtor: _____</p> <p>3a. Debtor may have scheduled account as: _____<br/>(See instruction #3a on reverse side.)</p>   |  |   |
| <p>4. Secured Claim (See instruction #4 on reverse side.)<br/>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other<br/>Describe: _____</p> <p>Value of Property: \$ _____ Annual Interest Rate _____%</p> <p>Amount of arrearage and other charges as of time case filed included in secured claim,<br/>If any: \$ _____ Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</p>   |  |   |
| <p>6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)</p> <p><b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b><br/>If the documents are not available, please explain:</p>  |  |   |
| <p>Date: <u>April 28, 2009</u></p> <p>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.<br/><b>Manufacturers and Traders Trust Company, as Trustee</b></p> <p>By: <br/><b>Nancy L. George, Vice President, Corporate Trust Department</b></p>  |  | <p style="text-align: center; font-size: 1.2em;"><b>RECEIVED</b></p> <p style="text-align: center; font-size: 1.2em;"><b>'APR 30 2009'</b></p> <p style="text-align: center; font-size: 0.8em;"><b>KURTZMAN CARSON CONSULTANTS</b></p>  |

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

- ☒ Date Stamped Copy Returned  
☐ No self addressed stamped envelope  
☐ No copy to return



083565309043000000000045

**EXHIBIT A TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
LITTLE ROCK, ARKANSAS - STORE NO. 4506**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4506, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419]; rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$620,334.88 against the Debtors which represents: (1) rejection damages in the amount of \$506,122.92; (2) prepetition claims in the present amount of \$57,577.72; and (3) actual damages under the lease in the present amount of \$56,634.24. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.



This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
LITTLE ROCK, ARKANSAS (STORE NO. 4506)**

**Claim Analysis and Calculation**

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994  
Store No. 4506 - Little Rock, Arkansas - 4339 Warden Road North 72116**

|  |                          |                     |
|--|--------------------------|---------------------|
| <b>Claim for Rejection Damages under 11 U.S.C. 502(b)(6)</b>     |                          |                     |
| Total rent reserved through end of term (110 months):            | \$3,374,152.79           |                     |
| Fifteen percent of total rent reserved (above):                  | 506,122.92               |                     |
| Rent reserved for one year from Petition Date:                   | 368,089.40               |                     |
| <b>Subtotal of Rejection Damages Claim (greater of the two):</b> |                          | <b>\$506,122.92</b> |
| <b>Prepetition Claim</b>   |                          |                     |
| Prepetition Rent Outstanding (10/1/08 - 11/9/08):                | \$34,636.88              |                     |
| Prepetition Taxes Outstanding:                                   | 22,940.84                |                     |
| Prepetition Common Area Maintenance Outstanding:                 | To be determined ("TBD") |                     |
| <b>Subtotal of Prepetition Claim:</b>                            |                          | <b>\$57,577.72</b>  |
| <b>Damages Under Lease</b>                                       |                          |                     |
| Trustee Fees:  | \$3,943.73               |                     |
| Trustee's Attorneys Fees*:                                       | 10,703.25                |                     |
| Local Trustee's Attorneys Fees*:                                 | 19,081.79                |                     |
| Special Trustee's Attorneys Fees*:                               | 1,250.00                 |                     |
| Insurance:   | 10,505.47                |                     |
| Broker Opinions:   | 4,750.00                 |                     |
| Environmentals:  | 6,400.00                 |                     |
| Appraisal Fee:   | TBD                      |                     |
| Landlord's Legal Costs:  | TBD                      |                     |
| HVAC Repair:   | TBD                      |                     |
| Inspection Fees:   | TBD                      |                     |
| HVAC Inspection:   | TBD                      |                     |
| Sign Removal:  | TBD                      |                     |
| Re-key:  | TBD                      |                     |
| <b>Subtotal of Damages Under Lease:</b>                          |                          | <b>\$56,634.24</b>  |
| <b>TOTAL PROOF OF CLAIM:</b>                                     |                          | <b>\$620,334.88</b> |

\* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**

## EXHIBIT B

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekins, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY  
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)  
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.  
Attention: Vivian Dubin  
c/o NY Life Insurance Company  
51 Madison Avenue  
New York, NY 10010

2. Date of Transfer of Claim: April 1, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$721,052.70
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12721 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee  
c/o Hodgson Russ LLP  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10


Dated: \_\_\_\_\_

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner

By:   
Nancy L. George  
Vice President

By: \_\_\_\_\_  
Vivian Dubin  
Secretary

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Dated: \_\_\_\_\_

Dated: \_\_\_\_\_

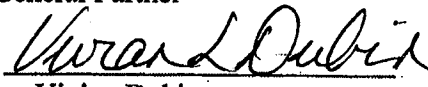
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TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner

By: \_\_\_\_\_  
Nancy L. George  
Vice President

By:   
Vivian Dubin  
Secretary

**Date: June 14, 2010**

**Submitted by:**

**MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE**

By: /s/ Augustus C. Epps, Jr.  
Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB No. 47164)  
CHRISTIAN & BARTON, LLP  
909 E. Main Street, Suite 1200  
Richmond, Virginia 23219-3095  
(804) 697-4129  
(804) 697-6129 (facsimile)

*Counsel for Manufacturers and Traders Trust Company, as Trustee*



# **EXHIBIT A**

#12721

**B 10 (Official Form 10) (12/07)**  
**UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA**

**Debtor against which claim is asserted: (Check only one box below):**

|   |  |   |
|---|--|---|
| <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35633) | <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35639) | <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) |
| <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35634) | <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)               | <input type="checkbox"/> Mayland MN, LLO (Case No. 08-35666)          |
| <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35635)                       | <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)              | <input type="checkbox"/> Patapoco Designs, Inc. (Case No. 08-35667)   |
| <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)          | <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)                    | <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)  |
| <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) | <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)                    | <input type="checkbox"/> XSStuff, LLC (Case No. 08-35669)             |
| <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)                     | <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)                           | <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)              |

**PROOF OF CLAIM**

Name of Creditor (the person or other entity to whom the debtor owes money or property):  
**Manufacturers and Traders Trust Company, as Trustee**

Name and address where notices should be sent:  
**c/o Hodgson Russ LLP  
Attn: Deborah J. Piazza, Esq.  
60 East 42nd Street, 37th Floor  
New York, New York 10165**

Telephone number: (212) 681-3535

Check this box to indicate that this claim amends a previously filed claim.  
Court Claim Number: \_\_\_\_\_  
(If known)  
Filed on: \_\_\_\_\_

Name and address where payment should be sent (if different from above):  
**Manufacturers and Traders Trust Company, as Trustee  
One M&T Plaza  
Buffalo, New York 14203**

Telephone number: (716) 853-7960

1. Amount of Claim as of Date Case Filed: **\$ Not less than \$721,082.70** (Refer to annexed Exhibit B)  
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.  
If all or part of your claim is entitled to priority, complete item 5.  
☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

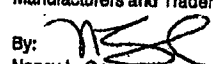
2. Basis for Claim: **Amounts due under Lease and related agreements - Store No. 4505 - Little Rock, AR**  
(See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)

3. Last four digits of any number by which creditor identifies debtor: \_\_\_\_\_  
3a. Debtor may have scheduled account as: \_\_\_\_\_  
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)  
Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  
Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other  
Describe: \_\_\_\_\_  
Value of Property: \$ \_\_\_\_\_ Annual Interest Rate: %  
Amount of arrearage and other charges as of time case filed included in secured claim,  
if any: \$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_  
Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  
Specify the priority of the claim.  
☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  
☐ Wages, salaries, or commissions (up to \$10,950\*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).  
☐ Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).  
☐ Up to \$2,425\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).  
☐ Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).  
☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ).  
Amount entitled to priority: \$ \_\_\_\_\_  
\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)  
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  
If the documents are not available, please explain: \_\_\_\_\_

Date: **April 28, 2009**  
Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  
**Manufacturers and Traders Trust Company, as Trustee**  
By:   
**Nancy L. George, Vice President, Corporate Trust Department**

FOR COURT RECEIVED  
**'APR 30 2009**  
HODGSON RUSSELL CONSULTANTS

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

☒ Date Stamped Copy Returned  
☐ No self addressed stamped envelope  
☐ No copy to return



**EXHIBIT A TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
LITTLE ROCK, ARKANSAS - STORE NO. 4505**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4505, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$721,052.70 against the Debtors which represents: (1) rejection damages in the amount of \$581,979.66; (2) prepetition claims in the present amount of \$73,763.03; and (3) actual damages under the lease in the present amount of \$65,310.01. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
LITTLE ROCK, ARKANSAS (STORE NO. 4505)**

**Claim Analysis and Calculation**

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994  
Store No. 4505 - Little Rock, Arkansas - 109 Markham Park Drive 72211**

|  |                          |                     |
|--|--------------------------|---------------------|
| <b>Claim for Rejection Damages under 11 U.S.C. 502(b)(6)</b>     |                          |                     |
| Total rent reserved through end of term (110 months):            | \$3,879,864.40           |                     |
| Fifteen percent of total rent reserved (above):                  | 581,979.66               |                     |
| Rent reserved for one year from Petition Date:                   | 423,257.94               |                     |
| <b>Subtotal of Rejection Damages Claim (greater of the two):</b> |                          | <b>\$581,979.66</b> |
| <b>Prepetition Claim</b>   |                          |                     |
| Prepetition Rent Outstanding (10/1/08 - 11/9/08):                | \$37,935.63              |                     |
| Prepetition Taxes Outstanding:                                   | 35,827.40                |                     |
| Prepetition Common Area Maintenance Outstanding:                 | To be determined ("TBD") |                     |
| <b>Subtotal of Prepetition Claim:</b>                            |                          | <b>\$73,763.03</b>  |
| <b>Damages Under Lease</b>                                       |                          |                     |
| Trustee Fees:  | \$3,943.73               |                     |
| Trustee's Attorneys Fees*:                                       | 10,703.25                |                     |
| Local Trustee's Attorneys Fees*:                                 | 19,081.79                |                     |
| Special Trustee's Attorneys Fees*:                               | 1,250.00                 |                     |
| Insurance:   | 19,181.24                |                     |
| Broker Opinions:   | 4,750.00                 |                     |
| Environmentals:  | 6,400.00                 |                     |
| Appraisal Fee:   | TBD                      |                     |
| Landlord's Legal Costs:  | TBD                      |                     |
| HVAC Repair:   | TBD                      |                     |
| Inspection Fees:   | TBD                      |                     |
| HVAC Inspection:   | TBD                      |                     |
| Sign Removal:  | TBD                      |                     |
| Re-key:  | TBD                      |                     |
| <b>Subtotal of Damages Under Lease:</b>                          |                          | <b>\$65,310.01</b>  |
| <b>TOTAL PROOF OF CLAIM:</b>                                     |                          | <b>\$721,052.70</b> |

\* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**

EXHIBIT C

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunneken, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY  
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)  
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C.  
§ 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the  
Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim  
has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P.

Telephone No. (212) 576-4575

Address:

CC Acquisitions, L.P.  
Attention: Vivian Dubin  
c/o NY Life Insurance Company  
51 Madison Avenue  
New York, NY 10010

2. Date of Transfer of Claim: April 1, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$804,474.43
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12722 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee  
c/o Hodgson Russ LLP  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, NY 10165



8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10

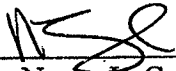
Dated: \_\_\_\_\_

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner

By:   
Nancy L. George  
Vice President

By: \_\_\_\_\_  
Vivian Dubin  
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: \_\_\_\_\_

Dated: 5/17/2010

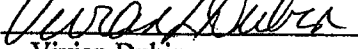
**TRANSFEROR:**

**TRANSFeree:**

**MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE**

**CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner**

By: \_\_\_\_\_  
Nancy L. George  
Vice President

By:   
Vivian Dubin  
Secretary

**Date: May 24, 2010**

**Submitted by:**

**MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE**

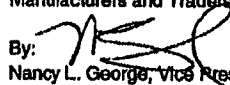
By: /s/ Augustus C. Epps, Jr.  
Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB No. 47164)  
CHRISTIAN & BARTON, LLP  
909 E. Main Street, Suite 1200  
Richmond, Virginia 23219-3095  
(804) 697-4129  
(804) 697-6129 (facsimile)

*Counsel for Manufacturers and Traders Trust Company, as Trustee*

# **EXHIBIT A**

#12722

B 10 (Official Form 10) (12/07)

| UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA   |   | PROOF OF CLAIM  |
|---|---|---|
| <p style="text-align: center;"><b>Debtor against which claim is asserted: (Check only <u>one</u> box below):</b></p> <div style="display: flex; flex-wrap: wrap;"> <div style="width: 33%;"> <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653)<br/> <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654)<br/> <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)<br/> <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)<br/> <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657)<br/> <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)                 </div> <div style="width: 33%;"> <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659)<br/> <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)<br/> <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)<br/> <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)<br/> <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)<br/> <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)                 </div> <div style="width: 33%;"> <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665)<br/> <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666)<br/> <input type="checkbox"/> Patapato Designs, Inc. (Case No. 08-35667)<br/> <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)<br/> <input type="checkbox"/> XSSuff, LLC (Case No. 08-35669)<br/> <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)                 </div> </div> |   |   |
| <p><b>Name of Creditor (the person or other entity to whom the debtor owes money or property):</b><br/>Manufacturers and Traders Trust Company, as Trustee</p>  |   | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  |
| <p><b>Name and address where notices should be sent:</b><br/>c/o Hodgson Russ LLP<br/>Attn: Deborah J. Piazza, Esq.<br/>60 East 42nd Street, 37th Floor<br/>New York, New York 10165</p> <p style="text-align: right;"><b>Telephone number:</b> (212) 661-3535</p>  |   | <p><b>Court Claim Number:</b> _____<br/>(If known)</p> <p><b>Filed on:</b> _____</p>  |
| <p><b>Name and address where payment should be sent (if different from above):</b><br/>Manufacturers and Traders Trust Company, as Trustee<br/>One M&amp;T Plaza<br/>Buffalo, New York 14203</p> <p style="text-align: right;"><b>Telephone number:</b> (716) 853-7960</p>  |   | <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.<br><br><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.   |
| <p><b>1. Amount of Claim as of Date Case Filed:</b> <u>\$ Not less than \$804,474.43</u> (Refer to annexed Exhibit B)<br/>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.<br/>If all or part of your claim is entitled to priority, complete item 5.</p> <p><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.</p>   |   | <p><b>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.</b></p> <p>Specify the priority of the claim.</p> <p><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).</p> <p><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ).</p> <p style="text-align: right;"><b>Amount entitled to priority:</b><br/>\$ _____</p> <p style="font-size: small;">*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment</p> |
| <p><b>2. Basis for Claim: Amounts due under Lease and related agreements - Store No. 3515 - Nashville, TN</b><br/>(See instruction #2 on reverse side.) (Refer to annexed Exhibits A and C)</p>   |   |   |
| <p><b>3. Last four digits of any number by which creditor identifies debtor:</b> _____</p> <p><b>3a. Debtor may have scheduled account as:</b> _____<br/>(See instruction #3a on reverse side.)</p>   |   |   |
| <p><b>4. Secured Claim (See instruction #4 on reverse side.)</b><br/>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.</p> <p><b>Nature of property or right of setoff:</b> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other<br/>Describe: _____</p> <p><b>Value of Property:</b> \$ _____ <b>Annual Interest Rate:</b> ____ %</p> <p><b>Amount of arrearage and other charges as of time case filed included in secured claim,</b><br/>if any: \$ _____ <b>Basis for perfection:</b> _____</p> <p><b>Amount of Secured Claim:</b> \$ _____ <b>Amount Unsecured:</b> \$ _____</p>  |   |   |
| <p><b>6. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</p> <p><b>7. Documents:</b> Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)</p> <p><b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b><br/>If the documents are not available, please explain: _____</p>  |   |   |
| <p><b>Date:</b><br/>April 29, 2009</p>  | <p><b>Signature:</b> the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.<br/>Manufacturers and Traders Trust Company, as Trustee</p> <p><b>By:</b> <br/>Nancy L. George, Vice President, Corporate Trust Department</p> |   |

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3371.

- ☒ Date Stamped Copy Returned  
☐ No self addressed stamped envelope  
☐ No copy to return



**EXHIBIT A TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
NASHVILLE, TENNESSEE - STORE NO. 3515**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, dated November 30, 1994 related to the premises located at Nashville, Tennessee, Store No.3515, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On March 3, 2009, the Court entered an Order Pursuant to Bankruptcy Code Sections 105(a), 365(a) and 554 and Bankruptcy Rule 6006 Authorizing Rejection of Certain Unexpired Leases of Nonresidential Real Property and Abandonment of Personal Property (the "Order") [Docket No. 2400], authorizing the Debtors to reject the Lease effective February 23, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$804,474.43 against the Debtors which represents: (1) rejection damages in the amount of \$641,997.67; (2) prepetition claims in the present amount of \$94,472.50; and (3) actual damages under the lease in the present amount of \$68,004.26. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
NASHVILLE, TENNESSEE (STORE NO. 3515)**

**Claim Analysis and Calculation**

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994  
Store No. 3515 - Nashville, Tennessee - 7669 Highway 70 South 37221**

|  |                          |                     |
|--|--------------------------|---------------------|
| <b>Claim for Rejection Damages under 11 U.S.C. 502(b)(6)</b>     |                          |                     |
| Total rent reserved through end of term (110 months):            | \$4,279,984.47           |                     |
| Fifteen percent of total rent reserved (above):                  | 641,997.67               |                     |
| Rent reserved for one year from Petition Date:                   | 466,907.40               |                     |
| <b>Subtotal of Rejection Damages Claim (greater of the two):</b> |                          | <b>\$641,997.67</b> |
| <b>Prepetition Claim</b>   |                          |                     |
| Prepetition Rent Outstanding (10/1/08 - 11/9/08):                | \$40,134.80              |                     |
| Prepetition Taxes Outstanding:                                   | 54,337.70                |                     |
| Prepetition Common Area Maintenance Outstanding:                 | To be determined ("TBD") |                     |
| <b>Subtotal of Prepetition Claim:</b>                            |                          | <b>\$94,472.50</b>  |
| <b>Damages Under Lease</b>                                       |                          |                     |
| Trustee Fees:  | \$3,943.73               |                     |
| Trustee's Attorneys Fees*:                                       | 10,703.25                |                     |
| Local Trustee's Attorneys Fees*:                                 | 19,081.79                |                     |
| Special Trustee's Attorneys Fees*:                               | 2,832.42                 |                     |
| Insurance:   | 20,293.07                |                     |
| Broker Opinions  | 4,750.00                 |                     |
| Environmentals:  | 6,400.00                 |                     |
| Appraisal Fee:   | TBD                      |                     |
| Landlord's Legal Costs:  | TBD                      |                     |
| HVAC Repair:   | TBD                      |                     |
| Inspection Fees:   | TBD                      |                     |
| HVAC Inspection:   | TBD                      |                     |
| Sign Removal:  | TBD                      |                     |
| Re-key:  | TBD                      |                     |
| <b>Subtotal of Damages Under Lease:</b>                          |                          | <b>\$68,004.26</b>  |
| <b>TOTAL PROOF OF CLAIM:</b>                                     |                          | <b>\$804,474.43</b> |

\* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.



**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**

## EXHIBIT D

Form 210A (10/06)

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY  
PURSUANT TO FED. R. BANKR. P. 3001(e)(2)  
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the "Transferor") and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the "Transferee"):

Name: CC Acquisitions, L.P. Telephone No. (212) 576-4575

Address: CC Acquisitions, L.P.  
Attention: Vivian Dubin  
c/o NY Life Insurance Company  
51 Madison Avenue  
New York, NY 10010

2. Date of Transfer of Claim: April 1, 2010
3. Type of Claim: General Unsecured
4. Amount of Claim: Not less than \$974,171.44
5. Date of Filing Proof of Claim: April 30, 2009
6. Claim No.: 12725 (the "Claim")
7. Transferor: Manufacturers and Traders Trust Company, as Trustee  
c/o Hodgson Russ LLP  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, NY 10165

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 4/12/10


Dated: \_\_\_\_\_

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner

By:   
Nancy L. George  
Vice President

By: \_\_\_\_\_  
Vivian Dubin  
Secretary

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: \_\_\_\_\_

Dated: 5/17/2010

TRANSFEROR:

TRANSFeree:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

CC ACQUISITIONS L.P.  
By: NYLIFE Real Estate Holdings, LLC,  
it's General Partner

By: \_\_\_\_\_  
Nancy L. George  
Vice President

By: Vivian Dubin  
Vivian Dubin  
Secretary

**Date: May 24, 2010**

**Submitted by:**

**MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE**

By: /s/ Augustus C. Epps, Jr.  
Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB No. 47164)  
CHRISTIAN & BARTON, LLP  
909 E. Main Street, Suite 1200  
Richmond, Virginia 23219-3095  
(804) 697-4129  
(804) 697-6129 (facsimile)

*Counsel for Manufacturers and Traders Trust Company, as Trustee*

# **EXHIBIT A**

#12725

B 10 (Official Form 10) (12/07)

| UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA   |  | PROOF OF CLAIM  |
|---|--|---|
| Debtor against which claim is asserted: (Check only <u>one</u> box below:)  |  |   |
| <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35653)   | <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) | <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665)   |
| <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654)   | <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)               | <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666)  |
| <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)   | <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)              | <input type="checkbox"/> Petapoco Designs, Inc. (Case No. 08-35667)   |
| <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)  | <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)                    | <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)  |
| <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657)   | <input type="checkbox"/> Kinzer Technology, LLC (Case No. 08-35663)                    | <input type="checkbox"/> XSBuff, LLC (Case No. 08-35669)  |
| <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)   | <input type="checkbox"/> Courchevel, LLC (Case No. 08-35664)                           | <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)  |
| Name of Creditor (the person or other entity to whom the debtor owes money or property):<br>Manufacturers and Traders Trust Company, as Trustee   |  | <input type="checkbox"/> Check this box to indicate that this claim asserts a previously filed claim.   |
| Name and address where notices should be sent:<br>c/o Hodgson Russ LLP<br>Attn: Deborah J. Piazza, Esq.<br>80 East 42nd Street, 97th Floor<br>New York, New York 10185<br>Telephone number: (212) 661-3535  |  | Court Claim Number: _____<br>(If known)<br>Filed on: _____  |
| Name and address where payment should be sent (if different from above):<br>Manufacturers and Traders Trust Company, as Trustee<br>One M&T Plaza<br>Buffalo, New York 14203<br>Telephone number: (716) 853-7960   |  | <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.<br><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.   |
| 1. Amount of Claim as of Date Case Filed: <u>\$ Not less than \$974,171.44</u> (Refer to annexed Exhibit B)<br>If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.<br>If all or part of your claim is entitled to priority, complete item 5.<br><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.   |  | 5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.<br>Specify the priority of the claim.<br><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).<br><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier — 11 U.S.C. § 507(a)(4).<br><input type="checkbox"/> Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).<br><input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).<br><input type="checkbox"/> Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).<br><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)( ).<br>Amount entitled to priority: \$ _____ |
| 2. Basis for Claim: <u>Amounts due under Lease and related agreements - Store No. 3137 - Maplewood, MN</u><br>(See instruction #2 on reverse side.)<br>(Refer to annexed Exhibits A and C)  |  | *Amounts are subject to adjustment on 4/1/10 and every 5 years thereafter with respect to cases commenced on or after the date of adjustment  |
| 3. Last four digits of any number by which creditor identifies debtor: _____<br>3a. Debtor may have scheduled account as: _____<br>(See instruction #3a on reverse side.)   |  |   |
| 4. Secured Claim (See instruction #4 on reverse side.)<br>Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.<br>Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other<br>Describe: _____<br>Value of Property: \$ _____ Annual Interest Rate: _____ %<br>Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____<br>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____  |  |   |
| 6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.<br>7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)<br>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.<br>If the documents are not available, please explain: _____ |  |   |
| Date: <u>April 28, 2009</u><br>Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.<br>Manufacturers and Traders Trust Company, as Trustee<br>By: <u>Nancy L. George, Vice President, Corporate Trust Department</u>   |  | FOR COURT RECEIVED<br><u>'APR 30 2009</u><br>KURTZMAN CARSON CONSULTANTS  |

Penalty for presenting fraudulent claim: Fine of up to \$300,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

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**EXHIBIT A TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
MAPLEWOOD, MINNESOTA - STORE NO. 3137**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994-1, as Landlord, dated November 30, 1994 related to the premises located at Maplewood, Minnesota, Store No. 3137, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$974,171.44 against the Debtors which represents: (1) rejection damages in the amount of \$738,299.62; (2) prepetition claims in the present amount of \$167,354.16; and (3) actual damages under the lease in the present amount of \$68,517.66. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT B TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
MAPLEWOOD, MN (STORE NO. 3137)**

**Claim Analysis and Calculation**

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994  
Store No. 3137 - Maplewood, Minnesota - 1940 E. County Road D 55109**

|  |                          |                     |
|--|--------------------------|---------------------|
| <b>Claim for Rejection Damages under 11 U.S.C. 502(b)(6)</b>     |                          |                     |
| Total rent reserved through end of term (110 months):            | \$4,921,997.50           |                     |
| Fifteen percent of total rent reserved (above):                  | 738,299.62               |                     |
| Rent reserved for one year from Petition Date:                   | 536,945.18               |                     |
| <b>Subtotal of Rejection Damages Claim (greater of the two):</b> |                          | <b>\$738,299.62</b> |
| <b>Prepetition Claim</b>   |                          |                     |
| Prepetition Rent Outstanding (10/1/08 - 11/9/08):                | \$38,485.42              |                     |
| Prepetition Taxes Outstanding:                                   | 128,868.74               |                     |
| Prepetition Common Area Maintenance Outstanding:                 | To be determined ("TBD") |                     |
| <b>Subtotal of Prepetition Claim:</b>                            |                          | <b>\$167,354.16</b> |
| <b>Damages Under Lease</b>                                       |                          |                     |
| Trustee Fees:  | \$3,943.73               |                     |
| Trustee's Attorneys Fees*:                                       | 10,703.25                |                     |
| Local Trustee's Attorneys Fees*:                                 | 19,081.79                |                     |
| Special Trustee's Attorneys Fees*:                               | 4,177.50                 |                     |
| Insurance:   | 19,461.39                |                     |
| Broker Opinions:   | 4,750.00                 |                     |
| Environmentals:  | 6,400.00                 |                     |
| Appraisal Fee:   | TBD                      |                     |
| Landlord's Legal Costs:  | TBD                      |                     |
| HVAC Repair:   | TBD                      |                     |
| Inspection Fees:   | TBD                      |                     |
| HVAC Inspection:   | TBD                      |                     |
| Sign Removal:  | TBD                      |                     |
| Re-key:  | TBD                      |                     |
| <b>Subtotal of Damages Under Lease:</b>                          |                          | <b>\$68,517.66</b>  |
| <b>TOTAL PROOF OF CLAIM:</b>                                     |                          | <b>\$974,171.44</b> |

\* M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.

**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**

## EXHIBIT E

#13716

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

**REQUEST FOR ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 503(b)**

**Lease for real property located at Maplewood, MN - Store No. 3137**

**Claimant:** CC Acquisitions L. P.  
c/o NYLIFE Real Estate Holdings LLC, General Partner  
Attn: Ron F. Petit, Vice President  
51 Madison Avenue  
New York, New York 10010

**Send Notices To:** Hodgson Russ LLP  
Counsel to CC Acquisitions L. P.  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, New York 10165-0150  
Telephone: (212) 661-3535

**Claim Asserted Against:** Circuit City Stores, Inc. (Case No. 08-35653)

**Claim Amount:** \$114,350.26

**Basis for Claim:** Post-petition, pre-rejection amounts due, pursuant to 11 U.S.C.  
§§ 365(d)(3), 503(b) and 507(a) under unexpired lease for real property  
located at Maplewood, MN - Store No. 3137  
(Refer to annexed Rider and Exhibits).

Dated: June 25, 2009

CC ACQUISITIONS L. P.

By: 

Ron F. Petit, Vice President

NYLIFE Real Estate Holdings LLC, General Partner

RECEIVED

JUN 29 2009

KURTZMAN CARSON CONSULTANTS

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UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

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In re:

CIRCUIT CITY STORES, INC., et al.

Debtor.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunneken, U.S.B.J.

---

**RIDER TO REQUEST FOR ADMINISTRATIVE EXPENSE PRIORITY CLAIM  
FOR AMOUNTS DUE UNDER LEASE FOR REAL PROPERTY LOCATED AT  
MAPLEWOOD, MINNESOTA - STORE NO. 3137**

CC Acquisitions L. P. ("CCA"), submits this Request for Administrative Expense Priority Claim For Amounts Due Under Lease for Real Property Located at Maplewood, Minnesota - Store No. 3137, for post-petition, pre-rejection claims arising, pursuant to 11 U.S.C. §§ 365(d)(3), 503(b) and 507(a), in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994-1, as Landlord, dated November 30, 1994 related to the premises located at Maplewood, Minnesota, Store No. 3137, as more fully-described in the Lease (the "Lease"), which has been assigned to CCA.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

In relevant part, 11 U.S.C. § 365(d)(3) requires that the Debtor "shall timely perform all the obligations of the debtor ... arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected, notwithstanding section 503(b)(1) of this title." It is well established that a landlord of nonresidential real property should not be forced to contribute its real property for the benefit of the debtor's estate absent adequate compensation. See, for example, *In re Trak Auto Corp.* 277 B.R. 655, 662 (Bankr.E.D. Va. 2002), aff'd 288 B.R. 114 (E.D. Va. 2003, rev'd on other grounds, 367 F.3d 237 (4<sup>th</sup> Cir. 2004).

In its *Memorandum Opinion* dated February 12, 2009 [Docket No. 2107], this Court held that a “lessor need not show that the ‘debtor’s continued possession of its space is a benefit to the estate’ in order to receive administrative expense priority under § 507(a)(2)” (quoting *Id.* at 665) explaining that, under the accrual method of claim determination, “[a]nything accruing after the entry [of] the order for relief is a post-petition charge that may be elevated to administrative priority under § 507(a)” (quoting *id.* at 664).

Accordingly, on May 15, 2009, this Court entered its *Order Pursuant to Bankruptcy Code Sections 105 and 503 and Bankruptcy Rules 2002 and 9007 (I) Setting Administrative Bar Date and Procedures for Filing and Objecting to Administrative Expense Requests and (II) Approving Form and Manner of Notice Thereof* approving the *Notice of Deadline for Filing Administrative Expense Requests* for any right to payment that satisfies section 365(d) and, in the case of unexpired leases of the real property, accrued from and after November 10, 2008 (the “Petition Date”) through and including April 30, 2008.

Therefore, CCA hereby requests payment of its Administrative Claim in the amount of \$114,350.26, accrued from the date of the Petition through and including the Rejection Date. In support thereof, CCA submits the Administrative Claim Summary and Analysis, annexed as Exhibit A, setting forth in detail the basis of its Administrative Claim.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA’s rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA’s right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.



**EXHIBIT A TO ADMINISTRATIVE CLAIM FILED BY  
CC ACQUISITIONS L. P.  
MAPLEWOOD, MN (STORE NO. 3137)**

**Administrative Claim Summary and Analysis**

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994  
Store No. 3137 - Maplewood, Minnesota - 1940 E. County Road D 55109  
Rejection Date: March 11, 2009**

| <b>Post-Petition Claims Outstanding (11/10/08 - 3/11/09):</b> |                                 |
|---|---------------------------------|
| Post-Petition Accrued Taxes                                   | \$74,900.00                     |
| Post-Petition Accrued Insurance:                              | 2,643.63                        |
| Professional Fees:  |                                 |
| Trustee's Attorney's Fees:                                    | 12,500.00                       |
| Trustee's Fees:   | 4,489.38                        |
| Thompson & Knight LLP   | 5,352.25                        |
| DIL Fees:   | 3,000.00                        |
| Appraisal:  | 4,750.00                        |
| Environmentals:   | 2,500.00                        |
| Property Inspection:  | 3,900.00                        |
| Policy Endorsement:   | 300.00                          |
| UPS:  | 15.00                           |
| <b>TOTAL ADMINISTRATIVE CLAIM:</b>                            | <b>\$114,350.26<sup>1</sup></b> |

Supporting documentation available upon Debtor's request.

<sup>1</sup> CC Acquisitions L. P. reserves its right to amend and/or supplement this Administrative Claim at any time to reflect additional fees or costs incurred.

**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**

**EXHIBIT F**

#14053

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

**REQUEST FOR ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 503(b)**

**Lease for real property located at Marrero, LA - Store No. 3506**

**Claimant:** CC Acquisitions L. P.  
c/o NYLIFE Real Estate Holdings LLC, General Partner  
Attn: Ron F. Petit, Vice President  
51 Madison Avenue  
New York, New York 10010

**Send Notices To:** Hodgson Russ LLP  
Counsel to CC Acquisitions L. P.  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, New York 10165-0150  
Telephone: (212) 661-3535

**Claim Asserted Against:** Circuit City Stores, Inc. (Case No. 08-35653)

**Claim Amount:** \$93,342.13

**Basis for Claim:** Post-petition, pre-rejection amounts due, pursuant to 11 U.S.C.  
§§ 365(d)(3), 503(b) and 507(a) under unexpired lease for real property  
located at Marrero, LA - Store No. 3506  
(Refer to annexed Rider and Exhibits).

Dated: June 25, 2009

CC ACQUISITIONS L. P.

By: Ron F. Petit

Ron F. Petit, Vice President

NYLIFE Real Estate Holdings LLC, General Partner

RECEIVED

JUN 29 2009

KURTZMAN CARSON CONSULTANTS

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**EXHIBIT A TO ADMINISTRATIVE CLAIM FILED BY  
CC ACQUISITIONS L. P.  
MARRERO, LOUISIANA (STORE NO. 3506)**

**Administrative Claim Summary and Analysis**

**Lease between Circuit City Stores, Inc. and CCI Louisiana Trust dated November 9,  
1994  
Store No. 3506 - Marrero, LA - 4945 Lapalco Blvd. 70072  
Rejection Date: December 31, 2008**

| <b>Post-Petition Claims Outstanding (11/10/08 - 12/31/08):</b> |                                |
|--|--------------------------------|
| Post-Petition Accrued Taxes                                    | \$47,586.00                    |
| Post-Petition Accrued Insurance:                               | 2,643.63                       |
| Professional Fees:   |                                |
| Trustee's Attorney's Fees:                                     | 12,500.00                      |
| Trustee's Fees:  | 4,489.38                       |
| Thompson & Knight LLP  | 933.12                         |
| DIL Fees:  | 14,025.00                      |
| Appraisal:   | 4,750.00                       |
| Environmentals:  | 2,500.00                       |
| Property Inspection:   | 3,900.00                       |
| UPS:   | 15.00                          |
| <b>TOTAL ADMINISTRATIVE CLAIM:</b>                             | <b>\$93,342.13<sup>1</sup></b> |

Supporting documentation available upon Debtor's request.

<sup>1</sup> CC Acquisitions L. P. reserves its right to amend and/or supplement this Administrative Claim at any time to reflect additional fees or costs incurred.

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

---

In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

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Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunneken, U.S.B.J.

**RIDER TO REQUEST FOR ADMINISTRATIVE EXPENSE PRIORITY CLAIM  
FOR AMOUNTS DUE UNDER LEASE FOR REAL PROPERTY LOCATED AT  
MARRERO, LOUISIANA - STORE NO. 3506**

CC Acquisitions L. P. ("CCA"), submits this Request for Administrative Expense Priority Claim For Amounts Due Under Lease for Real Property Located at Marrero, Louisiana - Store No. 3506, for post-petition, pre-rejection claims arising, pursuant to 11 U.S.C. §§ 365(d)(3), 503(b) and 507(a), in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Louisiana Trust, as Landlord, dated November 9, 1994, related to the premises located at Marrero, Louisiana, Store No. 3506, as more fully-described in the Lease (the "Lease"), which has been assigned to CCA.

On November 25, 2008, the Debtors filed their Debtors' Motion for Orders Under 11 U.S.C. Sections 105, 363, and 365 (i) Approving Bidding and Auction Procedures for Sale of Unexpired Nonresidential Real Property Leases for Closing Stores, (ii) Setting Sale Hearing Date, and (iii) Authorizing and Approving (a) Sale of Certain Nonresidential Real Property Leases Free and Clear of Liens, Claims, and Encumbrances, (b) Assumption and Assignment of Certain Unexpired Nonresidential Property Leases, and (c) Lease Rejection Procedures (the "Motion"). On December 11, 2008, the Court entered an Order granting the Motion and the subject Lease was rejected effective as of December 31, 2008.

In relevant part, 11 U.S.C. § 365(d)(3) requires that the Debtor "shall timely perform all the obligations of the debtor ... arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected, notwithstanding section 503(b)(1) of this title." It is well established that a landlord of nonresidential real property should not be forced to contribute its real property for the benefit of the debtor's estate absent adequate compensation. See, for example, *In re Trak Auto Corp.* 277 B.R. 655, 662 (Bankr.E.D. Va. 2002), aff'd 288 B.R. 114 (E.D. Va. 2003, rev'd on other grounds, 367 F.3d 237 (4<sup>th</sup> Cir. 2004).

In its *Memorandum Opinion* dated February 12, 2009 [Docket No. 2107], this Court held that a “lessor need not show that the ‘debtor’s continued possession of its space is a benefit to the estate’ in order to receive administrative expense priority under § 507(a)(2)” (quoting *Id.* at 665) explaining that, under the accrual method of claim determination, “[a]nything accruing after the entry [of] the order for relief is a post-petition charge that may be elevated to administrative priority under § 507(a)” (quoting *id.* at 664).

Accordingly, on May 15, 2009, this Court entered its *Order Pursuant to Bankruptcy Code Sections 105 and 503 and Bankruptcy Rules 2002 and 9007 (I) Setting Administrative Bar Date and Procedures for Filing and Objecting to Administrative Expense Requests and (II) Approving Form and Manner of Notice Thereof* approving the *Notice of Deadline for Filing Administrative Expense Requests* for any right to payment that satisfies section 365(d) and, in the case of unexpired leases of the real property, accrued from and after November 10, 2008 (the “Petition Date”) through and including April 30, 2008.

Therefore, CCA hereby requests payment of its Administrative Claim in the amount of \$93,342.13, accrued from the date of the Petition through and including the Rejection Date. In support thereof, CCA submits the Administrative Claim Summary and Analysis, annexed as Exhibit A, setting forth in detail the basis of its Administrative Claim.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA’s rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA’s right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**



## EXHIBIT G

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekins, U.S.B.J.

**REQUEST FOR ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 503(b)**

**Lease for real property located at Little Rock, Arkansas - Store No. 4506**

**Claimant:** CC Acquisitions L. P.  
c/o NYLIFE Real Estate Holdings LLC, General Partner  
Attn: Ron F. Petit, Vice President  
51 Madison Avenue  
New York, New York 10010

**Send Notices To:** Hodgson Russ LLP  
Counsel to CC Acquisitions L. P.  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, New York 10165-0150  
Telephone: (212) 661-3535

**Claim Asserted Against:** Circuit City Stores, Inc. (Case No. 08-35653)

**Claim Amount:** \$ 64,319.26

**Basis for Claim:** Post-petition, pre-rejection amounts due, pursuant to 11 U.S.C.  
§§ 365(d)(3), 503(b) and 507(a) under unexpired lease for real property  
located at Little Rock, AR - Store No. 4506  
(Refer to annexed Rider and Exhibits).

Dated: June 23, 2009

CC ACQUISITIONS L. P.

By: 

Ron F. Petit, Vice President  
NYLIFE Real Estate Holdings LLC, General Partner

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JUN 29 2009

KURTZMAN CARSON CONSULTANTS

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UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

**RIDER TO REQUEST FOR ADMINISTRATIVE EXPENSE PRIORITY CLAIM  
FOR AMOUNTS DUE UNDER LEASE FOR REAL PROPERTY LOCATED AT  
LITTLE ROCK, ARKANSAS - STORE NO. 4506**

CC Acquisitions L. P. ("CCA"), submits this Request for Administrative Expense Priority Claim For Amounts Due Under Lease for Real Property Located at Little Rock, Arkansas - Store No. 4506, for post-petition, pre-rejection claims arising, pursuant to 11 U.S.C. §§ 365(d)(3), 503(b) and 507(a), in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4506, as more fully-described in the Lease (the "Lease"), which has been assigned to CCA.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

In relevant part, 11 U.S.C. § 365(d)(3) requires that the Debtor "shall timely perform all the obligations of the debtor ... arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected, notwithstanding section 503(b)(1) of this title." It is well established that a landlord of nonresidential real property should not be forced to contribute its real property for the benefit of the debtor's estate absent adequate compensation. See, for example, *In re Trak Auto Corp.* 277 B.R. 655, 662 (Bankr.E.D. Va. 2002), aff'd 288 B.R. 114 (E.D. Va. 2003, rev'd on other grounds, 367 F.3d 237 (4<sup>th</sup> Cir. 2004).

In its *Memorandum Opinion* dated February 12, 2009 [Docket No. 2107], this Court held that a “lessor need not show that the ‘debtor’s continued possession of its space is a benefit to the estate’ in order to receive administrative expense priority under § 507(a)(2)” (quoting *Id.* at 665) explaining that, under the accrual method of claim determination, “[a]nything accruing after the entry [of] the order for relief is a post-petition charge that may be elevated to administrative priority under § 507(a)” (quoting *id.* at 664).

Accordingly, on May 15, 2009, this Court entered its *Order Pursuant to Bankruptcy Code Sections 105 and 503 and Bankruptcy Rules 2002 and 9007 (I) Setting Administrative Bar Date and Procedures for Filing and Objecting to Administrative Expense Requests and (II) Approving Form and Manner of Notice Thereof* approving the *Notice of Deadline for Filing Administrative Expense Requests* for any right to payment that satisfies section 365(d) and, in the case of unexpired leases of the real property, accrued from and after November 10, 2008 (the “Petition Date”) through and including April 30, 2008.

Therefore, CCA hereby requests payment of its Administrative Claim in the amount of \$64,319.26, accrued from the date of the Petition through and including the Rejection Date. In support thereof, CCA submits the Administrative Claim Summary and Analysis, annexed as Exhibit A, setting forth in detail the basis of its Administrative Claim.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA’s rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA’s right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT A TO ADMINISTRATIVE CLAIM FILED BY  
CC ACQUISITIONS L. P.  
LITTLE ROCK, ARKANSAS (STORE NO. 4506)**

**Administrative Claim Summary and Analysis**

**Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994  
Store No. 4506 - Little Rock, Arkansas - 4339 Warden Road North 72116  
Rejection Date: March 11, 2009**

| <b>Post-Petition Claims Outstanding (11/10/08 - 3/11/09):</b> |                                |
|---|--------------------------------|
| Post-Petition Accrued Taxes                                   | \$26,669.00                    |
| Post-Petition Accrued Insurance:                              | 2,643.63                       |
| Professional Fees:  |                                |
| Trustee's Attorney's Fees:                                    | 12,500.00                      |
| Trustee's Fees:   | 4,489.38                       |
| Thompson & Knight LLP   | 5,352.25                       |
| DIL Fees:   | 1,500.00                       |
| Appraisal:  | 4,750.00                       |
| Environmentals:   | 2,500.00                       |
| Property Inspection:  | 3,900.00                       |
| UPS:  | 15.00                          |
| <b>TOTAL ADMINISTRATIVE CLAIM:</b>                            | <b>\$64,319.26<sup>1</sup></b> |

Supporting documentation available upon Debtor's request.

<sup>1</sup> CC Acquisitions L. P. reserves its right to amend and/or supplement this Administrative Claim at any time to reflect additional fees or costs incurred.

**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**

**EXHIBIT H**

#14288

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekins, U.S.B.J.

**REQUEST FOR ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 503(b)**  
**Lease for real property located at Little Rock, Arkansas - Store No. 4505**

**Claimant:** CC Acquisitions L. P.  
c/o NYLIFE Real Estate Holdings LLC, General Partner  
Attn: Ron F. Petit, Vice President  
51 Madison Avenue  
New York, New York 10010

**Send Notices To:** Hodgson Russ LLP  
Counsel to CC Acquisitions L. P.  
Attn: Deborah J. Piazza, Esq.  
60 East 42<sup>nd</sup> Street, 37<sup>th</sup> Floor  
New York, New York 10165-0150  
Telephone: (212) 661-3535

**Claim Asserted Against:** Circuit City Stores, Inc. (Case No. 08-35653)

**Claim Amount:** \$79,296.26

**Basis for Claim:** Post-petition, pre-rejection amounts due, pursuant to 11 U.S.C.  
§§ 365(d)(3), 503(b) and 507(a) under unexpired lease for real property  
located at Little Rock, AR - Store No. 4505  
(Refer to annexed Rider and Exhibits).

Dated: June 25, 2009

CC ACQUISITIONS L. P.

By: 

Ron F. Petit, Vice President  
NYLIFE Real Estate Holdings LLC, General Partner

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JUN 29 2009

KURTZMAN CARSON CONSULTANTS

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UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

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In re:

CIRCUIT CITY STORES, INC., et al.

Debtors.

Chapter 11

Case No. 08-35653

Jointly Administered

Hon. Kevin R. Heunnekens, U.S.B.J.

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**RIDER TO REQUEST FOR ADMINISTRATIVE EXPENSE PRIORITY CLAIM  
FOR AMOUNTS DUE UNDER LEASE FOR REAL PROPERTY LOCATED AT  
LITTLE ROCK, ARKANSAS - STORE NO. 4505**

CC Acquisitions L. P. ("CCA"), submits this Request for Administrative Expense Priority Claim For Amounts Due Under Lease for Real Property Located at Little Rock, Arkansas - Store No. 4505, for post-petition, pre-rejection claims arising, pursuant to 11 U.S.C. §§ 365(d)(3), 503(b) and 507(a), in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CCI Trust 1994 - I, as Landlord, dated November 30, 1994, related to the premises located at Little Rock, Arkansas, Store No. 4505, as more fully-described in the Lease (the "Lease"), which has been assigned to CCA.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 4, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2419], rejecting the Lease effective as of March 11, 2009.

In relevant part, 11 U.S.C. § 365(d)(3) requires that the Debtor "shall timely perform all the obligations of the debtor ... arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected, notwithstanding section 503(b)(1) of this title." It is well established that a landlord of nonresidential real property should not be forced to contribute its real property for the benefit of the debtor's estate absent adequate compensation. See, for example, *In re Trak Auto Corp.* 277 B.R. 655, 662 (Bankr.E.D. Va. 2002), aff'd 288 B.R. 114 (E.D. Va. 2003, rev'd on other grounds, 367 F.3d 237 (4<sup>th</sup> Cir. 2004).

In its *Memorandum Opinion* dated February 12, 2009 [Docket No. 2107], this Court held that a “lessor need not show that the ‘debtor’s continued possession of its space is a benefit to the estate’ in order to receive administrative expense priority under § 507(a)(2)” (quoting *Id.* at 665) explaining that, under the accrual method of claim determination, “[a]nything accruing after the entry [of] the order for relief is a post-petition charge that may be elevated to administrative priority under § 507(a)” (quoting *id.* at 664).

Accordingly, on May 15, 2009, this Court entered its *Order Pursuant to Bankruptcy Code Sections 105 and 503 and Bankruptcy Rules 2002 and 9007 (I) Setting Administrative Bar Date and Procedures for Filing and Objecting to Administrative Expense Requests and (II) Approving Form and Manner of Notice Thereof* approving the *Notice of Deadline for Filing Administrative Expense Requests* for any right to payment that satisfies section 365(d) and, in the case of unexpired leases of the real property, accrued from and after November 10, 2008 (the “Petition Date”) through and including April 30, 2008.

Therefore, CCA hereby requests payment of its Administrative Claim in the amount of \$79,296.26, accrued from the date of the Petition through and including the Rejection Date. In support thereof, CCA submits the Administrative Claim Summary and Analysis, annexed as Exhibit A, setting forth in detail the basis of its Administrative Claim.

This Claim is filed to protect CCA from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of CCA’s rights, claims or defenses against any person, entity or property; (b) a waiver or release of CCA’s right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by CCA to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which CCA may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving CCA, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

**EXHIBIT A TO ADMINISTRATIVE CLAIM FILED BY  
CC ACQUISITIONS L. P.  
LITTLE ROCK, ARKANSAS (STORE NO. 4505)**

**Administrative Claim Summary and Analysis**

Lease between Circuit City Stores, Inc. and CCI Trust 1994-I, dated Nov. 30, 1994  
Store No. 4505 - Little Rock, Arkansas - 109 Markham Park Drive 72211  
Rejection Date: March 11, 2009

| Post-Petition Claims Outstanding (11/10/08 - 3/11/09): |                                |
|--|--------------------------------|
| Post-Petition Accrued Taxes                            | \$41,646.00                    |
| Post-Petition Accrued Insurance:                       | 2,643.63                       |
| Professional Fees:                                     |                                |
| Trustee's Attorney's Fees:                             | 12,500.00                      |
| Trustee's Fees:  | 4,489.38                       |
| Thompson & Knight LLP                                  | 5,352.25                       |
| DIL Fees:  | 1,500.00                       |
| Appraisal:   | 4,750.00                       |
| Environmentals:  | 2,500.00                       |
| Property Inspection:                                   | 3,900.00                       |
| UPS:   | 15.00                          |
| <b>TOTAL ADMINISTRATIVE CLAIM:</b>                     | <b>\$79,296.26<sup>1</sup></b> |

Supporting documentation available upon Debtor's request.

<sup>1</sup> CC Acquisitions L. P. reserves its right to amend and/or supplement this Administrative Claim at any time to reflect additional fees or costs incurred.

**LEASE OMITTED PURSUANT TO  
INSTRUCTIONS CONTAINED IN NOTICE  
OF THE 17<sup>th</sup> OMNIBUS OBJECTION**

**COPIES OF LEASES WILL BE PROVIDED  
UPON REQUEST**